

## Rough Transcript

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<p>1</p> <p>2 IN THE UNITED STATES DISTRICT COURT</p> <p>3 FOR THE SOUTHERN DISTRICT OF NEW YORK</p> <p>4</p> <p>5 -----X</p> <p>6 CHEFS DIET ACQUISITION CORP.,</p> <p>7 d/b/a CHEFS DIET,</p> <p>8 Plaintiff, CASE NO. 14-CV-8467(JMF)</p> <p>9 v.</p> <p>10 LEAN CHEFS, LLC, NICHOLAS ZAZZA</p> <p>11 and ARTHUR GUNNING,</p> <p>12</p> <p>13 Defendants.</p> <p>14 -----X</p> <p>15 * CONFIDENTIAL *</p> <p>16 * ATTORNEYS' EYES ONLY *</p> <p>17 DEPOSITION OF NICHOLAS ZAZZA</p> <p>18 New York, New York</p> <p>19 Friday, January 9, 2015</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24 Reported by:</p> <p>25 ANNETTE ARLEQUIN, CCR, RPR, CRR, CLR</p> <p>JOB NO. 88724</p>	<p>1</p> <p>2</p> <p>3</p> <p>4</p> <p>5 January 9, 2015</p> <p>6 10:48 a.m.</p> <p>7</p> <p>8 CONFIDENTIAL/ATTORNEYS' EYES ONLY</p> <p>9 deposition of NICHOLAS ZAZZA, held at the</p> <p>10 offices of Pryor Cashman, Seven Times</p> <p>11 Square, New York, New York, pursuant to</p> <p>12 Notice, before Annette Arlequin, a</p> <p>13 Certified Court Reporter, a Registered</p> <p>14 Professional Reporter, a Certified LiveNote</p> <p>15 Reporter, a Certified Realtime Reporter,</p> <p>16 and a Notary Public of the State of New</p> <p>17 York.</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
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<p>1</p> <p>2 APPEARANCES:</p> <p>3</p> <p>4</p> <p>5 PRYOR CASHMAN LLP</p> <p>6 Attorneys for Plaintiff</p> <p>7 7 Times Square</p> <p>8 New York, New York 10036</p> <p>9 BY: JAMES S. O'BRIEN, JR., ESQ.</p> <p>10 ANDREW M. GOLDSMITH, ESQ.</p> <p>11</p> <p>12 MEREDITH &amp; KEYHANI PLLC</p> <p>13 Attorneys for Defendants'</p> <p>14 330 Madison Avenue - 6th Floor</p> <p>15 New York, New York 10017</p> <p>16 BY: DARIUS KEYHANI, ESQ.</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p>1</p> <p>2 IT IS HEREBY STIPULATED AND AGREED by</p> <p>3 and between the attorneys for the</p> <p>4 respective parties herein, that filing and</p> <p>5 sealing be and the same are hereby waived;</p> <p>6 IT IS FURTHER STIPULATED AND AGREED</p> <p>7 that all objections, except as to the form</p> <p>8 of the question, shall be reserved to the</p> <p>9 time of the trial;</p> <p>10 IT IS FURTHER STIPULATED AND AGREED</p> <p>11 that the within deposition may be sworn to</p> <p>12 and signed before any officer authorized to</p> <p>13 administer an oath, with the same force and</p> <p>14 effect as if signed and sworn to before the</p> <p>15 Court.</p> <p>16</p> <p>17 - o0o -</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>

## Rough Transcript

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<p>1 2 What time period? 3 Q. While you were working for them. 4 MR. KEYHANI: Well he was working 5 before the asset -- 11:25AM 6 MR. O'BRIEN: For CDAC. 7 MR. KEYHANI: Okay. 8 MR. O'BRIEN: Listen to the 9 questions. 10 MR. KEYHANI: You can answer the 11:25AM 11 question. 12 Q. Let me read it back. 13 A. Sure. 14 Q. Was there a recording system in place 15 at CDAC while you were working for them. 11:25AM 16 MR. KEYHANI: Objection to form. You 17 can answer the question. 18 A. Okay. 19 MR. KEYHANI: We haven't established 20 foundation whether he was working for CDAC. 11:25AM 21 MR. O'BRIEN: Counsel, the record 22 will say what it says. 23 MR. KEYHANI: You can answer the 24 question. 25 A. Was there a recording system? 11:26AM</p>	<p>1 2 Basically I would just say there was a recording 3 system. That's what I would say. As far as me 4 working for CDAC or Chefs Diet Acquisition 11:26AM 5 company. Again I have no agreements with them. 6 The only agreement I have with them is, you 7 know, one where they promised to pay me back 8 but... that never happened. 9 Q. Were you personally doing work for 10 CDAC? 11:26AM 11 MR. KEYHANI: Objection to form. You 12 can answer the question. 13 A. I was not doing work. I would say I 14 was trying to assist them. 15 Q. I don't want to play games about 11:26AM 16 words? 17 A. I don't want to either but -- when I 18 do something for somebody I expect to get paid 19 and that's kind of a work type of thing. So. 20 Q. Irrespective of your compensation, 11:27AM 21 did you perform tasks for CDAC in your personal 22 capacity? 23 MR. KEYHANI: Objection the form to 24 the extent it calls for a legal conclusion. 25 You can answer the question. 11:27AM</p>
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<p>1 2 A. Yes, I have done work for Chefs Diet 3 Acquisition Corp.. not work. I have done 4 things for Chefs Diet Acquisition corp. I 5 wouldn't call it work. 11:27AM 6 Q. What kinds of things did you do? 7 A. Help them move their kitchen from the 8 original location. I was able to help Kevin 9 negotiate a deal for a company called merry 10 makers to fulfill all of their meals. 11:27AM 11 I set up a photograph system where 12 they would be able to take pictures of the food 13 and it gets sent out to all the employees and 14 all the people that work there. 15 It really, countless number of 11:28AM 16 things. 17 Q. Did you assist them in marketing? 18 A. I tried to assist them in marketing, 19 yeah. 20 Q. Did you assist them in advertising? 11:28AM 21 A. Again, I would try to do something 22 with them. 23 Q. I take it it's your position that you 24 are owed money for those efforts? 25 MR. KEYHANI: Objection to form. 11:28AM</p>	<p>1 2 A. I'm not really -- you know at this 3 point I'm not -- am I expecting money now? Is 4 that what you're saying? 5 Q. My only question is, do you feel that 11:28AM 6 your owed money? 7 A. Yeah. I do feel I'm owed money, yes. 8 Q. Are you a member of Lean Chefs? 9 MR. KEYHANI: Objection to form. You 10 can answer. 11:29AM 11 Q. Do you understand what I mean? 12 A. Am I a partner in Lean Chefs? 13 Q. Partner, member, stockholder, do you 14 have an economic interest in that company? 15 A. Yes. 11:29AM 16 Q. What is the nature of your interest? 17 A. Percentage. 18 Q. What percentage? 19 A. 45 percent. Somewhere between 45 and 20 46 percent. 11:29AM 21 Q. Did Zazza Technologies provide 22 services to CDAC? 23 MR. KEYHANI: Objection to form. You 24 can answer the question. 25 A. I believe it was just Digi PBX at 11:30AM</p>

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## Rough Transcript

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<p>1</p> <p>2 A. Again, during the transition of Chefs</p> <p>3 Diet to Chefs Diet A C there was a lot of papers</p> <p>4 floating around that time. They were taking all</p> <p>5 the companies and all the entities and they were 02:23PM</p> <p>6 going to be doing it. So they wanted to merge</p> <p>7 everything into one type of deal.</p> <p>8 The last minute they pulled out and</p> <p>9 really had all the debt to that company.</p> <p>10 Q. They didn't, Chefs Diet Acquisition 02:23PM</p> <p>11 did not acquire the assets of the national</p> <p>12 company?</p> <p>13 A. Okay.</p> <p>14 Q. Correct?</p> <p>15 A. Not from me, that's for sure. 02:23PM</p> <p>16 Q. Yet, you did get stock in CDAC?</p> <p>17 A. The stock I've gotten is from CDAC,</p> <p>18 yeah.</p> <p>19 Q. Is it your understanding that you</p> <p>20 were supposed to get any money under or from the 02:24PM</p> <p>21 Asset Purchase Agreement?</p> <p>22 A. I was under the impression I was</p> <p>23 supposed to get some type of money from the</p> <p>24 Asset Purchase Agreement as long as it entailed</p> <p>25 Chefs Diet At Home. 02:24PM</p>	<p>1</p> <p>2 You know, there's conflicting reports</p> <p>3 of exactly how many shares I have between Kevin</p> <p>4 telling me how many shares I have versus the old</p> <p>5 partners telling me how many shares I have. 02:24PM</p> <p>6 Q. Have you ever written a letter or</p> <p>7 written the company a letter asking them to tell</p> <p>8 you how many shares you own?</p> <p>9 A. Yes. And that's where I got the two</p> <p>10 different answers from. 02:25PM</p> <p>11 Q. Can you tell me or estimate for me</p> <p>12 when it was that you or your company stopped</p> <p>13 providing services to CDAC?</p> <p>14 A. Which company? Zazza Technologies,</p> <p>15 Digi Analytics? 02:25PM</p> <p>16 Q. Let's start with Zazza Technologies.</p> <p>17 A. I would have to look through my</p> <p>18 bills. I don't know even know whether CDAC ever</p> <p>19 paid anything to Zazza Technologies. But I do</p> <p>20 have to look. 02:25PM</p> <p>21 Q. You personally did work for CDAC,</p> <p>22 right?</p> <p>23 A. Yes.</p> <p>24 Q. And correct me if I'm wrong, but I</p> <p>25 think you said this morning that, there came a 02:25PM</p>
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<p>1</p> <p>2 point in time when you and your companies didn't</p> <p>3 do any more work for CDAC. Do I have that</p> <p>4 right?</p> <p>5 A. We didn't get paid for any work that 02:26PM</p> <p>6 was done, I would say.</p> <p>7 Q. Okay.</p> <p>8 A. We didn't get compensated for any</p> <p>9 work.</p> <p>10 Q. Okay. There is a compensation which 02:26PM</p> <p>11 stopped at a certain point; is that right?</p> <p>12 A. From --</p> <p>13 Q. From CDAC.</p> <p>14 A. I would have to see if we have ever</p> <p>15 got a payment from CDAC. I think it was still 02:26PM</p> <p>16 getting payments under zone -- Chefs Diet At</p> <p>17 Home, not Chefs Diet At Home, Chefs Diet</p> <p>18 Delivery, which is Chefs Diet middle Chefs Diet,</p> <p>19 whatever.</p> <p>20 Q. But it's true, isn't it, that after 02:26PM</p> <p>21 the Asset Purchase went through, you continued</p> <p>22 to provide services to CDAC for some period of</p> <p>23 time?</p> <p>24 MR. KEYHANI: Objection to form.</p> <p>25 A. When I provide a service to somebody, 02:27PM</p>	<p>1</p> <p>2 I expect compensation. This was me trying to do</p> <p>3 the right thing in order to get my money back.</p> <p>4 Q. I understand. I'm not saying you</p> <p>5 didn't do the right thing. I'm trying to find 02:27PM</p> <p>6 out, did there come a point in time when you no</p> <p>7 longer provided any services to CDAC?</p> <p>8 MR. KEYHANI: Objection to form.</p> <p>9 A. I don't do anything for them now so</p> <p>10 there had to be a time that I stopped doing 02:27PM</p> <p>11 services for CDAC.</p> <p>12 Q. You don't know when that was?</p> <p>13 A. Paid services or?</p> <p>14 Q. Any services. Forget about paid.</p> <p>15 A. You mean helping them out? 02:27PM</p> <p>16 Q. Yes.</p> <p>17 A. I don't have an exact date of that.</p> <p>18 Q. Let's talk about Lean Chefs for a</p> <p>19 moment.</p> <p>20 A. Sure. 02:28PM</p> <p>21 Q. When did you first hear about the</p> <p>22 possible creation of the company that would come</p> <p>23 to be Lean Chefs?</p> <p>24 A. When have we... one more time, I'm</p> <p>25 sorry. 02:28PM</p>

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<p>1 2 (Document review.) 3 A. The same email. 4 Q. This is a series of or a couple of 5 emails between you and USA Web Solutions, right? 03:18PM 6 A. This is a lesser version of this 7 email, of the first Exhibit 10. This is part of 8 the chain. Unless you marked the wrong one? 9 Q. Do you recall -- 10 A. Is this the same email or -- is this 03:19PM 11 two separate exhibits or is this the same. 12 Q. Two separate exhibits? 13 A. But the same email. 14 Q. Slightly different. Sorry, we'll 15 move on? 03:19PM 16 A. Okay. 17 Q. Let me show you -- well, before I do 18 that, what do you recall about your request to 19 USA Web Solutions for the entire database of 20 Chefs Diet for the active and inactive clients? 03:19PM 21 What do you recall about their response to you? 22 MR. KEYHANI: Objection to form. 23 Q. If they responded. 24 MR. KEYHANI: Objection to form. 25 A. Raz -- 03:20PM</p>	<p>1 2 MR. KEYHANI: Objection to form. You 3 can go ahead. 4 A. I believe Raz had a problem with it 5 because, you know, you just don't want to give 03:20PM 6 out the database, a database. I'm sorry, ask 7 the question one more time? 8 Q. I asked you what do you recall about 9 USA Web's response to your request for the 10 database? 03:20PM 11 MR. KEYHANI: Objection to form. You 12 can answer the question. 13 A. I believe they just asked for 14 approval. They wanted approval from management. 15 Q. And you said that, just a moment ago, 03:20PM 16 you know, you just don't want to give out the 17 database. Why is that? 18 A. Give me the whole context, how I put 19 that? 20 Q. Your answer was -- 03:21PM 21 A. What was the context of the question? 22 Q. Do you not remember saying that? 23 A. I don't remember the context of the 24 question. 25 Q. The question was the same question, 03:21PM</p>
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<p>1 2 what do you recall about their response to you? 3 MR. KEYHANI: And I objected to the 4 form. 5 MR. O'BRIEN: Yes. 03:21PM 6 Q. And you said, I believe Raz had a 7 problem with it because, you know, you just 8 don't want to give out the database, a database. 9 My question to you is, why not? 10 MR. KEYHANI: Objection to form. You 03:21PM 11 can answer the question. 12 A. You don't want to give out a 13 database. You don't want to give it out. 14 Q. Why not? 15 MR. KEYHANI: Objection to form. You 03:21PM 16 can answer. 17 A. I'm trying to think about, you know, 18 how to answer. It's company data. 19 Q. It's confidential, right? 20 MR. KEYHANI: Objection. To form. 03:22PM 21 MR. O'BRIEN: What is your objection, 22 counsel. 23 MR. KEYHANI: It's a legal conclusion 24 whether or not it's confidential or not. 25 That's an issue of dispute in this case. 03:22PM</p>	<p>1 2 MR. O'BRIEN: He's not a lawyer. 3 It's okay. 4 Q. It's confidential, right? 5 MR. KEYHANI: 03:22PM 6 A. 7 MR. KEYHANI: Objection calls for 8 speculation for a legal conclusion. 9 A. It's company data. 10 Q. Which is confidential, right? 03:22PM 11 MR. KEYHANI: Objection to form. It 12 calls for a legal conclusion. 13 MR. O'BRIEN: Counsel you made. 14 A. It wasn't confidential to me. 15 Q. Why not? 03:22PM 16 A. Nobody ever asked me to signed a 17 confidentiality agreement. 18 Q. Was it your understanding when you 19 requested the Chefs Diet database for purposes 20 of launching a marketing campaign and the 03:22PM 21 company gave it to you, that you were free to 22 use it in any way you wanted? 23 MR. KEYHANI: Objection to form. You 24 can answer the question. 25 A. No, I did not believe that. 03:23PM</p>